

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0182
Expires:	November 30, 2003
Estimated average burden hours per response. . . . .	4.00

**FORM U-13-1**

**APPLICATION FOR APPROVAL OF MUTUAL SERVICE COMPANY  
PURSUANT TO RULE 88\*  
OR  
DECLARATION WITH RESPECT TO ORGANIZATION AND CONDUCT OF BUSINESS OF  
SUBSIDIARY SERVICE COMPANY PURSUANT TO RULE 88\***

1. Exact name of company.
2. Address of principal executive offices.
3. Name and address of person authorized to receive notices and communications from the Securities and Exchange Commission.
4. (a) Form of organization (corporation, business trust, etc.)  
(b) State or other sovereign power under the laws of which the company was or is to be organized.
5. Business, if any, other than performing services or construction or selling goods to public-utility companies.
6. State, as to each existing or proposed member company or regular associate company customer:
  - (a) Name.
  - (b) Principal business (whether an electric or gas, utility, water company, pipe line, industrial company, etc.).
  - (c) Holding company system of which it is an associate.
  - (d) Gross operating revenue for last available twelve-month period, showing separately transactions between companies in the same holding company system.
7. Methods, if any, followed or to be followed in allocating control among member or associate companies and the provisions, if any, for reallocation of such control from time to time to conform to changed conditions.
8. Proposed method of allocating cost of doing business among member or associate companies.
9. State whether company may perform services or construction for, or sell goods to, persons with whom transactions at prices not limited to cost are permitted under Rule 88. If so, explain means of insuring against losses on such business being borne by member companies or by associate companies with which transactions are required by the rules of the Commission to be at not more than cost.

\*Include whichever heading is appropriate.

**Persons who are to respond to the collection of information  
contained in this form are not required to respond unless the  
form displays a currently valid OMB control number.**

10. The following information relative to the capitalization of the company:
  - (a) The authorized capital stock.
  - (b) The number, classes and par value of shares into which it is divided.
  - (c) The amount of such shares subscribed for and outstanding, naming each direct or indirect beneficial owner who owns 10% or more of any class or is an associate or member company, and the amount owned by each.
  - (d) The consideration paid or to be paid therefor.
  - (e) Existing indebtedness (other than incurred in current operations), naming each direct or indirect beneficial owner who owns 10% or more of any class or is an associate or member company, and the amount owned by each.
11. The method the company proposes to follow for raising additional capital.
12. An explanation of the relationship between the present and proposed capitalization of the company and the amount of capital needed for the performance of service or construction for, or the selling of goods to, only those companies with which transactions are required by the rules of the Commission to be at not more than cost.
13. A general schedule in summary form of the property of the company used or to be used in its business of performing services or construction or selling goods not produced by it, with the book value thereof before and after depreciation and an explanation of the difference between book value and cost, if any; and of property proposed to be for such use.
14. A statement of the nature of, and amount payable under, all contracts relating to the company's business of performing services or construction or selling goods not produced by it, which extend beyond April 1, 1936, and involve, or may reasonably be expected to involve, annual payments of over five thousand dollars, except contracts of employment with officers and employees and service, sales or construction contracts with member or associate companies.
15. (a) In the case of a company in operation prior to date of filing, the following information for the latest available twelve-month period, or for such portion thereof as the company has been in operation:
  - (i) A list of the officers and directors of the company and, with respect to each, a statement of his connections with any other company which is an affiliate or associate of the company or to which it sells goods, or from which it makes purchases or leases property, and the total compensation of whatsoever character paid to him, directly or indirectly, by the company and by any such other company - separately stated as to each company involved; to which shall be added, in the case of part-time officers, the approximate time devoted by each to the company.
  - (ii) Similar information as to each permanent employee (other than officers or directors) whose aggregate compensation from all sources mentioned in (i) above exceeded an annual rate of ten thousand dollars.
  - (iii) A statement of the total annual compensation paid by the company to other employees and the average number of such employees.
- (b) In the case of a company not in operation prior to the date of filing, information with respect to officers, directors, and employees, as specified in (i) and (ii) above, to the extent at present available, together with the proposed budget of operating expenses for the first fiscal year detailed with respect to major items, including (i), (ii), and (iii) above. Compensation to be paid by other companies mentioned in (i) above should be included as supplemental information.
16. A brief description of the extent, if any, to which the company is organized on a departmental basis, and of the functions of the various departments.

17. If application is for approval as a mutual service company, submit information bearing on the question whether the company will be able to perform service, sales, or construction contracts for member companies at a reasonable savings over the cost to such companies of comparable contracts performed by independent persons.
18. In the case of a company already in existence, a concise statement of the applicable provisions of the articles of incorporation, by-laws, or similar documents relating to the right of the person signing and filing the application or declaration to take such action on behalf of the company and a statement that all such requirements have been complied with, and that the person signing and filing the same is fully authorized to do so. If such authorization is dependent on resolutions of directors or other bodies, such resolutions shall be attached as an exhibit or the pertinent provisions thereof shall be quoted.

The following exhibits are attached:

- A. A copy of the charter or articles of association with any amendments thereto, and a copy of the existing by-laws, or copies of instruments corresponding to the foregoing.
- B. Copies of all contracts now in force or contemplated affecting allocation or re-allocation of control among member companies, as mentioned in item 7 above.
- C. Balance sheet as of the latest available date and profit and loss statement for the year ended on that date.
- D. Sample copies of typical service, sales, or construction contracts now in force or proposed to be made.

Date \_\_\_\_\_

Date \_\_\_\_\_

(Seal)  
Attest:

By \_\_\_\_\_  
(Name) (Title)

\_\_\_\_\_  
(Name) (Title)

“Verification.” (Form for corporations. Suitable changes may be made for other kinds of companies.)

State of \_\_\_\_\_ ss:

County of \_\_\_\_\_

The undersigned being duly sworn deposes and says that he has duly executed the attached application or declaration dated \_\_\_\_\_, \_\_\_\_\_ for and on behalf of

\_\_\_\_\_  
Name of Company

that he is the \_\_\_\_\_ of such  
(Title of Officer)

Company; and that all action by stockholders, directors, and other bodies necessary to authorize deponent to execute and file such instrument has been taken. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Type or print name beneath)

Subscribed and sworn to before me at

\_\_\_\_\_ this

\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

(OFFICIAL SEAL)

My commission expires \_\_\_\_\_

**INSTRUCTIONS FOR FORM U-13-1**

1. Applications or declarations on Form U-13-1 shall be verified by the person executing the same. In case of signature by an agent or attorney, the power of attorney evidencing his power to sign shall be attached, unless it has been otherwise filed with the Commission.
2. The application or declaration shall be filed in triplicate. One copy shall be signed but the other two copies may have facsimile or typed signatures. The application or declaration should be on paper approximately 8-1/2 x 13 inches in size, except that tables, charts, and other documents may be larger if folded to approximately that size. The left margin should be at least 1-1/2 inches wide and if the application or declaration is bound, it should be bound on the left side. All typewritten or printed matter (including deficits in financial statements) should be set forth in black so as to permit photostating.

3. Reference is made to Rule 22A-1 of the General Rules and Regulations, providing for public disclosure of information filed with the Commission, and to Rule 22B-1 prescribing the manner of making objection to public disclosure of material filed with the Commission.
4. Unless the context clearly indicates the contrary, all terms used in this form and these instructions have the same meaning as in the Public Utility Holding Company Act of 1935 and in the Rules and Regulations under Section 13 thereof.
5. Every amendment to an application or declaration shall conform to requirements governing the original with respect to the number of copies filed, size of paper, the manner of signature, and similar matters. All amendments shall be dated and numbered in order of filing.
6. The application or declaration should be signed by and in behalf of the company to which it has reference, if the company is already organized. If the application has reference to a company which it is proposed to reorganize, it should be signed by the present company. If no company is as yet organized, the application or declaration should be signed by the persons proposing to organize a company.

#### **Collection of Information**

The information requested by this form is being collected because Rule 88 of the Public Utility Holding Company Act of 1935 ("Act") requires it. The Commission uses this information to determine the existence of detriment to interests the Act is designed to protect. The Commission estimates that it will take each respondent two (2) hours to respond to this collection of information. A response to this form is mandatory. Without approval by the Commission, holding companies would be in violation of the Act. The information on this form will not be kept confidential. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.